

APR 10 1976 1 22 PM

INTERSTATE COMMERCE COMMISSION

FOURTH AMENDMENT TO LEASE GROUP NO. 3

FOURTH AMENDMENT TO LEASE GROUP NO. 3 dated as of March 25, 1976, by and between UNITED STATES RAILWAY EQUIPMENT CO., an Illinois corporation ("United") and WILLIAM M. GIBBONS, Trustee ("Trustee") of the Property of CHICAGO, ROCK ISLAND AND PACIFIC RAILROAD COMPANY, a Delaware corporation, Debtor ("Debtor").

WITNESSETH THAT:

WHEREAS, United, as lessor, and Debtor, as lessee, have heretofore entered into that certain Lease Group No. 3 dated as of January 15, 1974 (ICC Rec. No. 7307) as amended by (i) that certain First Amendment to Lease Group No. 3 dated as of October 1, 1975, between United and Trustee (ICC Rec. No. 7307-A); (ii) that certain Second Amendment to Lease Group No. 3 dated as of October 30, 1975, between United and the Trustee (ICC Rec. No. 7307-B) and (iii) that certain Third Amendment to Lease Group No. 3 dated as of November 15, 1975, between United and the Trustee (ICC Rec. No. 7307-C) (collectively the "Lease") covering three hundred sixty-four (364) 50 ton 40'6" steel sheathed boxcars with 6' sliding doors ("Cars"); and

WHEREAS, the Lease was adopted and affirmed by the Trustee pursuant to Order No. 9 dated April 25, 1975, of the United States District Court for the Northern District of Illinois, Eastern Division, in In the Matter of Chicago Rock Island and Pacific Railroad Company, Debtor, No. 75-B 2697; and

WHEREAS, thirty-two (32) of the Cars in Lease Group No. 3 to be delivered by Debtor for reconstruction as provided in the Lease are unavailable for reconstruction at this time; and

WHEREAS, United has arranged for the financing of the three hundred thirty-two (332) Cars which have already been reconstructed (the "Reconstructed Cars"); and

WHEREAS, United and the Trustee have agreed that the aforesaid thirty-two (32) Cars are to be deleted from the Lease by this Fourth Amendment and will be added to that certain Lease Group No. 4 dated as of January 15, 1974 (ICC Rec. No. 7306) between United and Debtor, as amended by First Amendment to Lease Group No. 4 dated February 23, 1976 (ICC Rec. No. 7306-A) and by Second Amendment to Lease Group No. 4 dated as of March 5, 1976 (ICC Rec. No. 7306-B) between United and the Trustee; and

WHEREAS, because of the difficulty of locating and timely delivering certain of the Cars for reconstruction as required by the Lease, the old car numbers of the Reconstructed Cars were in many cases different from the old car numbers of such Cars as set forth in Appendix A to the Lease; and

WHEREAS, the parties hereto desire to amend the Lease to cover the Reconstructed Cars only and indicate on the records of the Interstate Commerce Commission the actual correlation between old car and new car numbers.

NOW THEREFORE, in consideration of the premises and of the payment by United to Trustee of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, it is hereby agreed as follows:

1. The Lease is amended by deleting Appendix A thereto in its entirety and substituting therefor as Appendix A Exhibit A hereto.

2. The remaining terms and provisions of the Lease remain in full force and effect, and the Lease as hereby amended is hereby ratified, confirmed and approved.

IN WITNESS WHEREOF, United and the Trustee have duly executed this Fourth Amendment to Lease Group No. 3 as of the day, month and year first above written.

UNITED STATES RAILWAY EQUIPMENT CO.

By:

Ralph E Bell
Vice President

ATTEST:

Lawrence A. P. [Signature]
Assistant Secretary

WILLIAM M. GIBBONS, Trustee of the
Property of CHICAGO, ROCK ISLAND AND
PACIFIC RAILROAD COMPANY, Debtor

By:

W M Gibbons

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 15th day of April, 1976,
before me personally appeared Ralph E. Bell and
Laurence P. Prange, to me personally known, who
being by me duly sworn, say that they are Vice President and
Assistant Secretary, respectively, of United States Railway
Equipment Co., that the seal affixed to the foregoing instrument
is the corporate seal of said corporation, that said instrument
was signed and sealed on behalf of said corporation by authority
of its Board of Directors, and that they acknowledged that the
execution of the foregoing instrument was the free act and deed
of said corporation.

Elfriede M. Rieger
Notary Public

My Commission Expires: 6-28-78

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 12th day of April, 1976,
before me personally appeared WILLIAM M. GIBBONS, to me personally
known, who being by me duly sworn, says that he is the Trustee of
Chicago, Rock Island and Pacific Railroad Company, Debtor; that
said instrument was signed and sealed by said Trustee and that
he acknowledged that the execution of the foregoing instrument
was the free act and deed of said Trustee.

John M. Purio
Notary Public

My Commission Expires: Oct. 26, 1977

LEASE GROUP NO. 3

50 ton 40' 6" steel sheathed boxcars with 6' sliding doors

Exhibit A

<u>New Car Numbers</u>	<u>Old Car Numbers</u>	<u>New Car Numbers</u>	<u>Old Car Numbers</u>
57786	21891	57836	21307
57787	22022	57837	22297
57788	22431	57838	22487
57789	21550	57839	21143
57790	21831	57840	21180
57791	21191	57841	21983
57792	22176	57842	21797
57793	22111	57843	21567
57794	21902	57844	22185
57795	21600	57845	21632
57796	21040	57846	21576
57797	22178	57847	22613
57798	22033	57848	22277
57799	21512	57849	22695
57800	21220	57850	21500
57801	22091	57851	21823
57802	21671	57852	21684
57803	22507	57853	21538
57804	21129	57854	21280
57805	21021	57855	21789
57806	21448	57856	21581
57807	21400	57857	21796
57808	21480	57858	22442
57809	21069	57859	21866
57810	21707	57860	21496
57811	21279	57861	21407
57812	21625	57862	21875
57813	21622	57863	22493
57814	22099	57864	21140
57815	21424	57865	21265
57816	22195	57866	21848
57817	21695	57867	22250
57818	21112	57868	22290
57819	21990	57869	21904
57820	21570	57870	22113
57821	22260	57871	21132
57822	22075	57872	21050
57823	22595	57873	21353
57824	21084	57874	22169
57825	22317	57875	22400
57826	21155	57876	21699
57827	21808	57877	21927
57828	21638	57878	21996
57829	22124	57879	22190
57830	21368	57880	21876
57831	21427	57881	21007
57832	21817	57882	22389
57833	22284	57883	21717
57834	22518	57884	22464
57835	21790	57885	22338

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<u>New Car Numbers</u>	<u>Old Car Numbers</u>	<u>New Car Numbers</u>	<u>Old Car Numbers</u>
57886	21057	57936	22046
57887	21514	57937	22080
57888	22193	57938	22310
57889	21675	57939	21544
57890	21305	57940	21738
57891	22412	57941	21333
57892	21762	57942	22049
57893	21970	57943	21301
57894	21215	57944	21982
57895	21110	57945	21450
57896	22392	57946	22122
57897	22217	57947	22668
57898	21216	57948	21653
57899	22381	57949	22506
57900	22222	57950	21867
57901	21726	57951	21816
57902	22358	57952	21493
57903	21272	57953	21332
57904	21580	57954	21284
57905	22530	57955	21577
57906	21510	57956	22577
57907	21685	57957	22428
57908	21716	57958	22535
57909	22459	57959	22212
57910	22126	57960	22265
57911	21865	57961	22083
57912	21547	57962	22191
57913	22298	57963	22150
57914	21138	57964	21844
57915	21800	57965	22556
57916	22138	57966	21022
57917	22177	57967	21227
57918	22540	57968	22915
57919	22499	57969	22390
57920	21426	57970	22496
57921	21840	57971	22547
57922	21499	57972	22312
57923	21680	57973	21468
57924	21262	57974	22481
57925	22374	57975	22163
57926	21607	57976	22059
57927	21760	57977	22398
57928	22274	57978	21740
57929	21397	57979	22827
57930	22424	57980	22864
57931	21542	57981	22670
57932	22386	57982	22884
57933	21210	57983	22785
57934	21019	57984	22903
57935	21971	57985	22970

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<u>New Car Numbers</u>	<u>Old Car Numbers</u>	<u>New Car Numbers</u>	<u>Old Car Numbers</u>
57986	22748	58040	21868
57987	22430	58041	22592
57988	22928	58042	22947
57989	21543	58043	21584
57990	22820	58044	21356
57991	21704	58045	21041
57992	22993	58046	22004
57993	22978	58047	21688
57994	21651	58048	22955
57995	22922	58049	21232
57996	22969	58050	22804
57997	22742	58051	22380
57998	22885	58052	22870
57999	22863	58053	21768
58000	22931	58054	21042
58001	22888	58055	21342
58002	22849	58056	21645
58003	21032	58057	22722
58004	21553	58058	22610
58005	22097	58059	22860
58006	22242	58060	22981
58007	22584	58061	22946
58008	22414	58062	21552
58009	22497	58063	22436
58010	21199	58064	21787
58011	21460	58065	22892
58012	22716	58066	22889
58013	22949	58067	22740
58014	22388	58068	22951
58015	21457	58069	22929
58016	21418	58070	22867
58017	21950	58071	21082
58018	22999	58072	21975
58019	21120	58073	22875
58020	21506	58074	22672
58021	22957	58075	22718
58022	21605	58076	21782
58023	21589	58077	22119
58024	22811	58078	22106
58025	21378	58079	22515
58026	21832	58080	22882
58027	21202	58081	22019
58028	22906	58082	22545
58029	22114	58083	21958
58030	22938	58084	22733
58031	22744	58085	21058
58032	22913	58086	22698
58033	22940	58087	22777
58034	22783	58088	21429
58035	21116	58089	22973
58036	22843		
58037	22856		
58038	21159		
58039	21230		

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<u>New Car</u> <u>Numbers</u>	<u>Old Car</u> <u>Numbers</u>
58090	21825
58091	22232
58092	22652
58093	22721
58094	22734
58095	22810
58096	22834
58097	22351
58098	22975
58099	22720
58100	22893
58101	21673
58102	22791
58103	22773
58104	21444
58105	22855
58106	22908
58107	22813
58108	22963
58109	21083
58110	22822
58111	22971
58112	22127
58113	22032
58114	22198
58115	21714
58116	22108
58117	21883